

BPER BANCA S.p.A.

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF 19 APRIL 2024

SUMMARY REPORT OF THE VOTES CAST ON THE ITEMS OF THE SHAREHOLDERS' MEETING AGENDA

The Ordinary and Extraordinary Shareholders' Meeting of BPER Banca S.p.A. was held in one call in Modena on 19 April 2024 and passed the following resolutions. At both its ordinary and extraordinary session, the validly constituted meeting was attended - exclusively through the Designated Representative - by a total of 748 shareholders with voting rights, representing 901,545,146 ordinary shares (equal to 63.675164% of the share capital).

Ordinary session

1a) Approval of the separate financial statements as at 31 December 2023; presentation of the Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors, as well as of the Integrated Report and the consolidated financial statements as at 31 December 2023, containing the 2023 consolidated non-financial statement

In relation to this Agenda item, the voting session was attended - exclusively through the Designated Representative - by a total of 741 shareholders with voting rights, representing 899,244,365 ordinary shares (equal to 63.512663% of the share capital).

At the proposal of the Board of Directors, the Shareholders' Meeting approved the financial statements for 2023. The results of the vote are shown below:

	No. of shareholders entitled to vote	No. of Shares	% of ordinary shares represented at the Shareholders' Meeting	% of shares admitted to vote	% of ordinary share capital
For	735	891,785,536	99.170545	99.170545	62.985854
Against	2	1,045,801	0.116298	0.116298	0.073864
Abstentions	3	5,999,028	0.667119	0.667119	0.423705
Not voting	1	414,000	0.046039	0.046039	0.029240
Total	741	899,244,365	100.000000	100.000000	63.512663
Not present when voting	7	2,300,781			

1b) Allocation of profit for financial year 2023 and dividend payout

In relation to this Agenda item, the voting session was attended - exclusively through the Designated Representative - by a total of 741 shareholders with voting rights, representing 899,244,365 ordinary shares (equal to 63.512663% of the share capital).

The Shareholders' Meeting approved the allocation of profit for the year and dividend payout, in accordance with the terms proposed by the Board of Directors in the relevant Explanatory Report. The results of the vote are shown below:

	No. of shareholders entitled to vote	No. of Shares	% of ordinary shares represented at the Shareholders' Meeting	% of shares admitted to vote	% of ordinary share capital
For	738	898,035,355	99.865553	99.865553	63.427272
Against	1	10	0.000001	0.000001	0.000001
Abstentions	1	795,000	0.088408	0.088408	0.056150
Not voting	1	414,000	0.046039	0.046039	0.029240
Total	741	899,244,365	100.000000	100.000000	63.512663
Not present when voting	7	2,300,781			

2) Appointment of the Board of Directors for the 2024-2026 three-year period

In relation to this Agenda item, the voting session was attended - exclusively through the Designated Representative - by a total of 748 shareholders with voting rights, representing 901,545,146 ordinary shares (equal to 63.675164% of the share capital).

Based on the votes cast at the Shareholders' Meeting on the lists submitted by the Shareholders, 15 members of the Board of Directors were elected for the financial years 2024, 2025 e 2026, of whom 3 drawn from List no. 1 (that came first by number of votes), 7 drawn from List no. 2 (that came second by number of votes) and 5 drawn from List no. 3 (that came third by number of votes). Reported below are the votes obtained by each list:

	No. of shareholders entitled to vote	No. of Shares	% of ordinary shares represented at the Shareholders' Meeting	% of shares admitted to vote	% of ordinary share capital
LIST 1	735	461,687,933	51.210739	51.210739	32.608522
LIST 2	6	292,537,212	32.448426	32.448426	20.661589
LIST 3	4	147,168,925	16.324077	16.324077	10.394383
Against	1	10	0.000001	0.000001	0.000001
Abstentions	1	105,388	0.011690	0.011690	0.007443
Not voting	1	45,678	0.005067	0.005067	0.003226
Total	748	901,545,146	100.000000	100.000000	63.675164

3) Determination of the remuneration of Directors for the 2024-2026 three-year period

In relation to this Agenda item, the voting session was attended - exclusively through the Designated Representative - by a total of 741 shareholders with voting rights, representing 899,244,365 ordinary shares (equal to 63.512663% of the share capital).

The Shareholders' Meeting approved the compensation for the members of the Board of Directors for their entire term of office, in accordance with the terms proposed by the Board of Directors in the relevant Explanatory Report:

	No. of shareholders entitled to vote	No. of Shares	% of ordinary shares represented at the Shareholders' Meeting	% of shares admitted to vote	% of ordinary share capital
For	728	888,507,906	98.806058	98.806058	62.754358
Against	9	9,515,099	1.058122	1.058122	0.672041
Abstentions	3	807,360	0.089782	0.089782	0.057023
Not voting	1	414,000	0.046039	0.046039	0.029240
Total	741	899,244,365	100.000000	100.000000	63.512663
Not present when voting	7	2,300,781			

4) Appointment of the Board of Statutory Auditors for the 2024-2026 three-year period

In relation to this Agenda item, the voting session was attended - exclusively through the Designated Representative - by a total of 748 shareholders with voting rights, representing 901,545,146 ordinary shares (equal to 63.675164% of the share capital).

Based on the votes cast at the Shareholders' Meeting on the lists submitted by the Shareholders, the following were elected for the financial years 2024, 2025 and 2026: (i) 3 Standing Auditors, of whom 2 drawn from List no. 1 (that came first by number of votes) and 1, serving as Chair, drawn from List no. 2 (that came first by number of votes); and (ii) 2 Alternate Auditors, of whom 1 drawn from List no. 1 and 1 drawn from List no. 2. Reported below are the votes obtained by each list:

	No. of shareholders entitled to vote	No. of Shares	% of ordinary shares represented at the Shareholders' Meeting	% of shares admitted to vote	% of ordinary share capital
LIST 1	727	459,127,668	50.926753	50.926753	32.427694
LIST 2	4	292,197,607	32.410757	32.410757	20.637603
LIST 3	4	147,208,625	16.328481	16.328481	10.397187
Against	2	310	0.000034	0.000034	0.000022
Abstentions	1	360	0.000040	0.000040	0.000025
Not voting	10	3,010,576	0.333935	0.333935	0.212634
Total	748	901,545,146	100.000000	100.000000	63.675164

5) Determination of the remuneration of Directors for the 2024-2026 three-year period

In relation to this Agenda item, the voting session was attended - exclusively through the Designated Representative - by a total of 741 shareholders with voting rights, representing 899,244,365 ordinary shares (equal to 63.512663% of the share capital).

The Shareholders' Meeting approved the compensation for the members of the Board of Statutory Auditors for their entire term of office, in accordance with the terms proposed by the Board of Directors in the relevant Explanatory Report.

	No. of shareholders entitled to vote	No. of Shares	% of ordinary shares represented at the Shareholders' Meeting	% of shares admitted to vote	% of ordinary share capital
For	734	898,085,241	99.871100	99.871100	63.430795
Against	4	351,764	0.039118	0.039118	0.024845
Abstentions	3	807,360	0.089782	0.089782	0.057023
Not voting	0	0	0.000000	0.000000	0.000000
Total	741	899,244,365	100.000000	100.000000	63.512663
Not present when voting	7	2,300,781			

6) Engagement of the independent auditors for financial years 2026-2034 and determination of their fees, in addition to the criteria for any fee adjustments during their term of office

In relation to this Agenda item, the voting session was attended - exclusively through the Designated Representative - by a total of 741 shareholders with voting rights, representing 899,244,365 ordinary shares (equal to 63.512663% of the share capital).

The Shareholders' Meeting approved the engagement of KPMG S.p.A. as the independent auditing firm for the period 2026-2034, determining their fees and the criteria for any fee adjustments during their period of office, in line with the Board of Statutory Auditors' proposal. The results of the vote are shown below:

	No. of shareholders entitled to vote	No. of Shares	% of ordinary shares represented at the Shareholders' Meeting	% of shares admitted to vote	% of ordinary share capital
For	736	898,034,695	99.865479	99.865479	63.427225
Against	2	310	0.000034	0.000034	0.000022
Abstentions	2	795,360	0.088448	0.088448	0.056175
Not voting	1	414,000	0.046039	0.046039	0.029240
Total	741	899,244,365	100.000000	100.000000	63.512663
Not present when voting	7	2,300,781			

7a – a1) Remuneration policies of the BPER Banca S.p.A. Group for 2024; related and ensuing resolutions (binding)

In relation to this Agenda item, the voting session was attended - exclusively through the Designated Representative - by a total of 741 shareholders with voting rights, representing 899,244,365 ordinary shares (equal to 63.512663% of the share capital).

The Shareholders' Meeting approved the 2024 remuneration policies for the BPER Banca S.p.A. Group, as described in the first section of the "2024 Report on Remuneration Policy and Compensation Paid". The results of the vote are shown below:

	No. of shareholders entitled to vote	No. of Shares	% of ordinary shares represented at the Shareholders' Meeting	% of shares admitted to vote	% of ordinary share capital
For	690	874,845,691	97.286758	97.286758	61.789411
Against	47	22,889,709	2.545438	2.545438	1.616676
Abstentions	3	1,094,965	0.121765	0.121765	0.077336
Not voting	1	414,000	0.046039	0.046039	0.029240
Total	741	899,244,365	100.000000	100.000000	63.512663
Not present when voting	7	2,300,781			

7a – a2) Compensation paid in 2023; related and ensuing resolutions (not binding)

In relation to this Agenda item, the voting session was attended - exclusively through the Designated Representative - by a total of 741 shareholders with voting rights, representing 899,244,365 ordinary shares (equal to 63.512663% of the share capital).

The Shareholders' Meeting cast a favourable (non-binding) vote on the second section of the "2024 Report on Remuneration Policy and Compensation Paid" relating to the compensation paid in 2023. The results of the vote are shown below:

	No. of shareholders entitled to vote	No. of Shares	% of ordinary shares represented at the Shareholders' Meeting	% of shares admitted to vote	% of ordinary share capital
For	721	893,697,203	99.383131	99.383131	63.120873
Against	16	4,038,197	0.449066	0.449066	0.285214
Abstentions	3	1,094,965	0.121765	0.121765	0.077336
Not voting	1	414,000	0.046039	0.046039	0.029240
Total	741	899,244,365	100.000000	100.000000	63.512663
Not present when voting	7	2,300,781			

7b) Incentive plan based on financial instruments pursuant to art. 114-bis of Legislative Decree no. 58 of 24 February 1998; related ad ensuing resolutions

In relation to this Agenda item, the voting session was attended - exclusively through the Designated Representative - by a total of 741 shareholders with voting rights, representing 899,244,365 ordinary shares (equal to 63.512663% of the share capital).

The Shareholders' Meeting approved the short-term incentive plan based on financial instruments pursuant to art. 114-bis of Legislative Decree no. 58/1998, in accordance with the terms proposed by the Board of Directors in the relevant Explanatory Report and Information Document. The results of the vote are shown below:

	No. of shareholders entitled to vote	No. of Shares	% of ordinary shares represented at the Shareholders' Meeting	% of shares admitted to vote	% of ordinary share capital
For	730	896,395,736	99.683220	99.683220	63.311467
Against	8	1,639,269	0.182294	0.182294	0.115780
Abstentions	2	795,360	0.088448	0.088448	0.056175
Not voting	1	414,000	0.046039	0.046039	0.029240
Total	741	899,244,365	100.000000	100.000000	63.512663
Not present when voting	7	2,300,781			

7c) Authorisation to purchase and dispose of treasury shares to service the 2024 MBO incentive scheme, the 2022-2025 Long-Term Incentive (LTI) Plan, in addition to any severance payments due

In relation to this Agenda item, the voting session was attended - exclusively through the Designated Representative - by a total of 741 shareholders with voting rights, representing 899,244,365 ordinary shares (equal to 63.512663% of the share capital).

The Shareholders' Meeting approved the request for authorisation to purchase and dispose of treasury shares to service the 2024 MBO scheme and the 2022-2025 Long-Term Incentive (LTI) Plan and any severance payments due in accordance with the terms proposed by the Board of Directors in the relevant Explanatory Report. The results of the vote are shown below:

	No. of shareholders entitled to vote	No. of Shares	% of ordinary shares represented at the Shareholders' Meeting	% of shares admitted to vote	% of ordinary share capital
For	735	897,938,577	99.854791	99.854791	63.420436
Against	3	96,428	0.010723	0.010723	0.006811
Abstentions	2	795,360	0.088448	0.088448	0.056175
Not voting	1	414,000	0.046039	0.046039	0.029240
Total	741	899,244,365	100.000000	100.000000	63.512663
Not present when voting	7	2,300,781			

Extraordinary session

- 1) **Proposal for vesting the Board of Directors with the mandate to supplement, pursuant to art. 2420-ter of the Italian Civil Code, the share capital increase resolved upon in July 2019 to service the conversion of the Additional Tier 1 convertible bond loan issued on 25 July 2019, via the issuance, in one or more tranches, of maximum 30,000,000 additional ordinary shares to service the conversion of the afore-mentioned Additional Tier 1 convertible bond loan for the purpose of conversion price adjustments. Amendment to art. 5 of the Articles of Association. Related and ensuing resolutions**

In relation to this Agenda item, the voting session was attended - exclusively through the Designated Representative - by a total of 739 shareholders with voting rights, representing 899,243,995 ordinary shares (equal to 63.512637% of the share capital).

The Shareholders' Meeting resolved to vest the Board of Directors with the mandate to supplement, pursuant to art. 2420-ter of the Italian Civil Code, the BPER Banca share capital increase resolved upon by the same Board of Directors in July 2019 to exclusively and irrevocably service the conversion of the "€ 150,000,000 *Convertible Additional Tier 1 Capital Notes*" bond loan issued on 25 July 2019, via the issuance in one or more tranches - by the end date of the conversion period set in the Terms and Conditions of the bond loan - of maximum 30,000,000 additional BPER ordinary shares with the same features as the BPER ordinary shares outstanding at the issue date, in view of the adjustment of the conversion price provided for in the Terms and Conditions of the Bond Loan and subject to the ensuing amendment of art. 5 of the Articles of Association. The results of the vote are shown below:

	No. of shareholders entitled to vote	No. of Shares	% of ordinary shares represented at the Shareholders' Meeting	% of shares admitted to vote	% of ordinary share capital
For	732	897,569,554	99.813795	99.813795	63.394373
Against	5	465,441	0.051759	0.051759	0.032874
Abstentions	1	795,000	0.088408	0.088408	0.056150
Not voting	1	414,000	0.046039	0.046039	0.029240
Total	739	899,243,995	100.000000	100.000000	63.512637
Not present when voting	9 (of which 2 not counted pursuant to art. 135-undecies, para. 3 of the Consolidated Law on Finance)	2,301,151			